

JOYCE THOMAS M  
Form 4  
November 22, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JOYCE THOMAS M

2. Issuer Name and Ticker or Trading Symbol  
KNIGHT CAPITAL GROUP, INC.  
[KCG]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
11/18/2010

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chairman & CEO

KNIGHT CAPITAL GROUP, INC., 545 WASHINGTON BOULEVARD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

JERSEY CITY, NJ 07310

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Class A Common Stock            | 11/18/2010                           |  | M                              |   | 50,000  | A  | \$ 9.84 215,698                                       |
| Class A Common Stock            | 11/18/2010                           |  | S <sup>(1)</sup>               |   | 50,000  | D  | \$ 13.535 165,698                                     |
| Class A Common Stock            | 11/19/2010                           |  | M                              |   | 50,000  | A  | \$ 9.84 215,698                                       |

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|  |            |  |                         |        |   |                            |         |   |                                       |
|--|------------|--|-------------------------|--------|---|----------------------------|---------|---|---------------------------------------|
| Class A<br>Common<br>Stock   | 11/19/2010 |  | <u>S</u> <sup>(1)</sup> | 50,000 | D | \$<br>13.506<br><u>(3)</u> | 165,698 | D |                                       |
| Restricted<br>Stock Units<br>(Previously<br>Reported)                |            |  |                         |        |   |                            | 711,145 | D |                                       |
| Restricted<br>Class A<br>Common<br>Stock<br>(Previously<br>Reported) |            |  |                         |        |   |                            | 57,884  | D |                                       |
| Class A<br>Common<br>Stock<br>(Previously<br>Reported)               |            |  |                         |        |   |                            | 76,061  | I | By Joyce<br>Family<br>2009<br>GRAT    |
| Class A<br>Common<br>Stock<br>(Previously<br>Reported)               |            |  |                         |        |   |                            | 200,000 | I | By Joyce<br>Family<br>2009<br>GRAT II |
| Class A<br>Common<br>Stock<br>(Previously<br>Reported)               |            |  |                         |        |   |                            | 400,000 | I | By Joyce<br>Family<br>2010<br>GRAT    |
| Class A<br>Common<br>Stock<br>(Previously<br>Reported)               |            |  |                         |        |   |                            | 34,695  | I | By Trust<br>for<br>Children           |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|
|---|--|---|---|--------------------------------------|--|--|---|

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| Security                             |         |            | (D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A)    | (D) | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |
|--------------------------------------|---------|------------|--------------------------------|------|---|--------|-----|---------------------|--------------------|----------------------------|-------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy) | \$ 9.84 | 11/18/2010 |                                | M    |   | 50,000 |     | 01/01/2009          | 01/01/2011         | Class A<br>Common<br>Stock | 50,000                              |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 9.84 | 11/19/2010 |                                | M    |   | 50,000 |     | 01/01/2009          | 01/01/2011         | Class A<br>Common<br>Stock | 50,000                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| JOYCE THOMAS M<br>KNIGHT CAPITAL GROUP, INC.<br>545 WASHINGTON BOULEVARD<br>JERSEY CITY, NJ 07310 |               |           | Chairman & CEO |       |

## Signatures

/s/ Thomas M.  
Joyce 11/22/2010

\*\*Signature of  
Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Transactions executed in accordance with a previously established Rule 10b5-1 trading plan. Stock options exercised were previously reported and have an expiration date of January 1, 2011.  
Represents the sale of 50,000 shares in 14 separate transactions at prices ranging from \$13.50 to \$13.66 per share, resulting in a weighted average sale price per share of \$13.535. Reporting person undertakes to provide the SEC, the Issuer, or security holder full information pertaining to the number of shares sold at each separate price.
- (2) Represents the sale of 50,000 shares in 17 separate transactions at prices ranging from \$13.43 to \$13.59 per share, resulting in a weighted average sale price per share of \$13.506. Reporting person undertakes to provide the SEC, the Issuer, or security holder full information pertaining to the number of shares sold at each separate price.
- (3) Breakdown of aggregate number of derivative securities beneficially owned following reported transactions (which have different exercise and expiration dates): 463,630 options and 1,000,000 restricted stock units ("RSUs"). As previously reported, the RSUs reported in Table II of this filing vest based upon the stock price of the Issuer's Class A Common Stock reaching certain specified levels.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.